

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20459

FORM 8-A/A  
Amendment No. 1 to Form 8-A

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or (g) of the

Securities Exchange Act of 1934

Ferrellgas Partners, L.P.  
(Exact name of registrant as specified in its charter)

Delaware (State of incorporation or organization)	43-1675728 (I.R.S. Employer Identification No.)
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One Liberty Plaza Liberty, Missouri (address of principal executive offices)	64068 (Zip Code)
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Securities to registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered:	Name of each exchange on which each class is to be registered:
Common Units representing limited partner interests	New York Stock Exchange, Inc.

Securities to be registered pursuant to Section 12(g) of the Act:

NONE  
(Title of Class)

Item 1. Description of Registrant's Securities to be Registered

A description of the common units representing limited partner interests in Ferrellgas Partners, L.P. (the "Partnership") to be registered hereunder is set forth under the captions "Prospectus Summary," "Cash Distribution Policy," "Description of the Common Units," "The Partnership Agreement" and "Tax Considerations" in the prospectus included in Amendment No. 2 to the Partnership's registration statement on Form S-1 (No. 33-53383), filed June 24, 1994, with the Securities and Exchange Commission under the Securities Act of 1933, as amended, which description is incorporated herein by reference. In addition, the foregoing descriptions of the common units will be included in the form of prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

Item 2. Exhibits

The following exhibits to the registration statement on Form 8-A are incorporated by reference to the documents specified, which are filed with the Securities and Exchange Commission:

1. The Partnership's registration statement on Form S-1 (No. 33-53383), as filed with the Securities and Exchange Commission on April 29, 1994, (the "Registration Statement").
2. Amendment No. 1 to the Registration Statement as filed with the Securities and Exchange Commission on June 9, 1994.

3. Amendment No. 2 to the Registration Statement as filed with the Securities and Exchange Commission on June 24, 1994.

4. Agreement of Limited Partnership of the Partnership, which is included as Appendix A in the prospectus included in the Partnership's registration statement on Form S-1, as amended, referenced above.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized.

Ferrellgas Partners, L.P.

By: Ferrellgas, Inc., its general partner

By: /s/ Bradley A. Cochennet  
Executive Vice President

Dated: June 23, 1994

## EXHIBIT INDEX

Exhibit No.	Description of Exhibit
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2	Amendment No. 1 to the Registration Statement as filed with the Securities and Exchange Commission on June 9, 1994.
3	Amendment No. 2 to the Registration Statement as filed with the Securities and Exchange Commission on June 24, 1994.
4	Agreement of Limited Partnership of the Partnership, which is included as Appendix A in the Prospectus included in the Partnership's registration statement on Form S-1 referenced above.